

ARLING PAUL D  
Form 4  
May 19, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ARLING PAUL D

2. Issuer Name and Ticker or Trading Symbol  
UNIVERSAL ELECTRONICS INC [UEIC]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
6101 GATEWAY DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/15/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO

CYPRESS, CA 90630  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	05/15/2009	05/15/2009	M		7,500	A	\$ 11.016	57,583	D	
Common Stock <sup>(1)</sup>	05/15/2009	05/15/2009	S		7,500	D	\$ 20.004 <sup>(2)</sup>	50,083	D	
Common Stock <sup>(1)</sup>	05/18/2009	05/18/2009	M		7,500	A	\$ 11.016	57,583	D	
Common Stock <sup>(1)</sup>	05/18/2009	05/18/2009	S		7,500	D	\$ 20.2415 <sup>(3)</sup>	50,083	D	
Common Stock								1,000	I	By Spouse

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Rt to Buy) <sup>(1)</sup>	\$ 11.016	05/15/2009	05/15/2009	M	7,500	10/07/2001 10/07/2009	Common Stock	7,500
Employee Stock Option (Rt to Buy) <sup>(1)</sup>	\$ 11.016	05/18/2009	05/18/2009	M	7,500	10/07/2001 10/07/2009	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARLING PAUL D 6101 GATEWAY DRIVE CYPRESS, CA 90630	X		CEO	

## Signatures

/s/Paul D. Arling, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated January 22, 2003 (attached)

05/19/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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Cashless Exercise of Employee Stock Option. Transactions made in accordance with a Rule 10b5-1 Trading Plan established by Reporting Person on May 12, 2009.

(2) The entered Price is the average prices of various transactions. The actual prices ranged between \$20.00 and \$20.27, inclusive.

(3) The entered Price is the average prices of various transactions. The actual prices ranged between \$20.00 and \$20.43, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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